

MAR 01 2004 2:38 PM FR DECHERT LLP 36

2159942222 TO 916146243074

P.18

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the day and year first above written.

ZONEPERFECT NUTRITION COMPANY


By: 
Christopher P. Baker
Chief Executive Officer

SURFACTANT TECHNOLOGIES, INC.

By: _____
Barry D. Sears
President

Barry D. Sears

Douglas Sears


Christopher P. Baker

Harry P. Haveles

Laurence S. Chud

Steven G. Lampe

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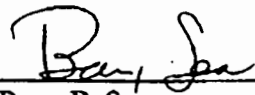
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Barry D. Sears
President

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Douglas Sears

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Chief Executive Officer

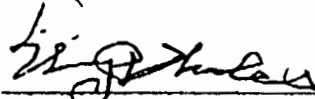
SURFACTANT TECHNOLOGIES, INC.

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Douglas Sears

Christopher P. Baker



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Laurence S. Chud

Steven G. Lampe

MAR 01 2004 2:38 PM FR DECHERT LLP 36 2159942222 TO 916146243074 P.21

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ZONEPERFECT NUTRITION COMPANY

By: _____
Christopher P. Baker
Chief Executive Officer

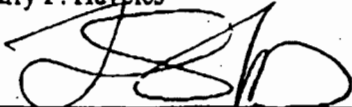
SURFACTANT TECHNOLOGIES, INC.

By: _____
Barry D. Sears
President

Barry D. Sears

Douglas Sears

Christopher P. Baker

Harry P. Hayeles


Laurence S. Chud

Steven G. Lampe

MAR 01 2004 2:38 PM FR DECHERT LLP 36
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(1)

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ZONEPERFECT NUTRITION COMPANY

By: _____
Christopher P. Baker
Chief Executive Officer

SURFACTANT TECHNOLOGIES, INC.

By: _____
Barry D. Sears
President

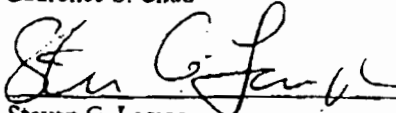
Barry D. Sears

Douglas Sears

Christopher P. Baker

Harry P. Haveles

Laurence S. Chud



Steven G. Lampe

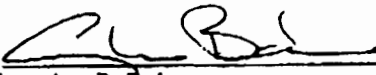
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ANASAZI PARTNERS

By C.P. BAKER, INC.
General Partner

By: 
Christopher P. Baker

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Schedule I**Common Stock of ZonePerfect Nutrition Company**
as of October , 2001**Shares of Class A**
Common Stock**Investor**

Barry D. Sears	385
Douglas Sears	205
Surfactant Technologies, Inc.	130
Christopher P. Baker	260
CP Baker & Company	17
Harry P. Haveles	30
Anasazi Partners	948
Laurence S. Chud	80
Steve Lampe	45
TOTAL SHARES	2100

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Schedule 2

Additional Retained Assets

1. All rights in and to any works of authorship created by or for the Company by either BDS or DS in the scope of his employment by the Company during the Designated Period. The Parties acknowledge and agree that such works of authorship do not include the Books and, further, do not include any other additional works other than such other additional works authored or co-authored by BDS during the Designated Period that were created specifically for the Company within the scope of BDS's employment.
2. All rights in and to any royalties generated from the sale of (a) the Eicotec Nutrition Bar and all similar bars, (b) the Eicozone Nutrition Bar and all similar bars, (c) the Biozone Nutrition Bar and all similar bars, (d) the Eicopro product and all similar products, and (e) the Eicoderm and all similar products received or earned by the Company for sales of such products during the period from September 19, 1996 through the Closing Date.
3. All rights of BDS or STI in and to royalties received or earned during the period from September 19, 1996 through the Closing Date and attributable to the product called the Zone Calculator endorsed by BDS.
4. All rights of BDS or STI in and to any computer software created or developed by BDS or STI for the Company during the Designated Period.
5. All rights of any of the Selling Shareholders in and to any products (other than Skin Assets) created by or for the Company by any of the Selling Shareholders during the Designated Period (including, without limitation, any such products created or developed for the Company by either BDS or DS in the scope of his employment by the Company during the Designated Period), including, without limitation, any nutrition bars that are based upon or otherwise similar to the product formulations or other know-how related to the Eicotec Nutrition Bar, the Eicozone Nutrition Bar and the Biozone Nutrition Bar.
6. Anything in Sections 1, 4 or 5 of this Schedule 2 to the contrary notwithstanding, in no event shall the Company retain or obtain any right, title or interest, pursuant to Section 2(c) of the Agreement and this Schedule 2, in and to any of the Assets (except the Retained Assets specified in Section 2(c)(ii) of the Agreement), the Other Sears Assets, the Skin Assets or in and to any of the materials delivered by BDS and accepted by the Company as of the date hereof, which materials consist of (a) 175 pages of PowerPoint slides or similar presentation materials, and (b) 183 pages of various columns, responses and answers posted on the web site at drsears.com.

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Schedule 3

Assigned Registration

<u>Mark</u>	<u>Country</u>	<u>Registration Number</u>
ZONE DIET	Japan	4160723

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Schedule 4

Design Element

[see attached]

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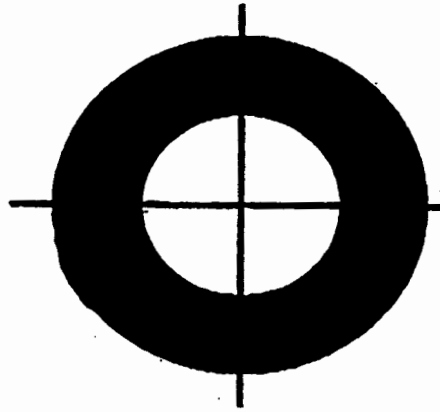
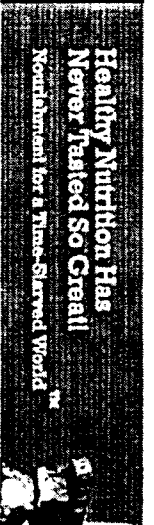


EXHIBIT C



- Home
- Sign Up!
- Store Locator
- Specials
- Resources
- Site Search
- Contact Us
- The Zone Center: 1-800-390-6690
- Getting Started
- Company & Products
- ZonePerfect Living
- Community
- Shop

Table of Contents

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- Zone Diet
- The Eyeball Method
- The Zone Block Method
- Let's Make A Zone Meal
- The Importance of Dietary Fat
- Why Omega 3 Fish Oil?
- Exercise and the Zone
- Exercise Suggestions
- Dining Out
- Fast Foods Tips
- Shopping in the Zone
- Fine Tuning
- ZonePerfect Nutrition

Appendixes

- Seven Day Meal Plans
- ZonePerfect Snack Guide
- Frequently Asked Questions
- Online Glossary
- Zone Success Stories!

Resources

- Body Fat Calculator
- Mini-Block Guide
- Food Blocks Database
- Calendar of Events
- ZonePerfect Quick Start Kit

Premium Services

Metro Diet NYC



Getting Started

Email Address:

Sign me up!

Sign up for the free Official Zone Diet Newsletter! It's the best way to stay on top of the Zone!

Welcome!

Hello, and welcome to the ZonePerfect Nutrition's Getting Started Guide. If you're new to the Zone, or have heard about the Zone from friends but aren't sure what it's all about, then this guide is for you. Here we'll teach you the concepts of the Zone in small easy to understand steps, how and why it works, and most importantly, how you can incorporate it into your life to make immediate, healthy changes in the way you live.

The ZonePerfect Nutrition Program and the Zone Diet

The ZonePerfect Nutrition Program was developed to help people quickly and easily achieve and maintain their health and fitness goals.

The centerpiece of the ZonePerfect Nutrition Program is the Zone Diet, which was originally developed by Barry Sears, PhD. This science-based nutrition program harnesses the powerful, almost drug-like effects of food, to position your body within a hormonally controlled "Zone" 24 hours a day.

DietDelivery Canada
In The Zone Delivery Canada

Other Services

Subscribe to Our Newsletter!
Join the Zone Club!

"To this point, I have lost about 65 pounds. More impressive to me is the size loss. When I started the Zone I was a size 24, now I am a solid 16, and I'm working on becoming a 14. That wouldn't have been possible without the Zone - It just wouldn't have happened."

Michelle Johnson

Food as A Drug

You've probably heard the expression, "You are what you eat." It's absolutely true. What you eat and how you eat has a powerful effect on your physiology and health. If you're like most people, you're aware of (and have probably tried) lots of various diets. These diets treat food as a source of calories, which must be counted and restricted. The Zone Diet doesn't count calories at all! Instead of emphasizing calories, the Zone diet views food as a 'drug' which dramatically affects your body's production of the hormone insulin. We believe that significant swings in insulin levels affect mood, endurance, mental acuity, and weight gain or loss. Over time, uncontrolled insulin levels will have a negative impact on your overall health and well being. See the section, The Science Behind the Zone to discover why.

The Four Keys to Entering the Zone

There are four key elements to the program: 1) the Zone diet, 2) the use monounsaturated fats, 3) supplementation of diet with Omega-3 fish oils, and 4) exercise. It's just that simple. Each component is important by itself, but to really get the full benefit of the ZonePerfect program, you need to combine them into a total health package. Let's look at each key in detail!

Related Links:

New to the Zone and the Zone Diet? Learn more about the official ZonePerfect Quick Start Kit, the fastest and easiest way to enter the Zone!

For more information, please call our TOLL-FREE number 1-800-390-6690 and ask to speak to a Zone Associate.



If you've enjoyed this column, and would like to know more about the Zone Diet and the ZonePerfect Nutrition Program, may we suggest the ZonePerfect Nutrition Program Made Simple & Easy Video?

In this 56 minute information-packed video program, Dr. Kahl takes a visual step-by-step approach to explaining the Zone Diet and the ZonePerfect Nutrition Program in simple and easy lessons. It also includes a daily schedule to start you right away.



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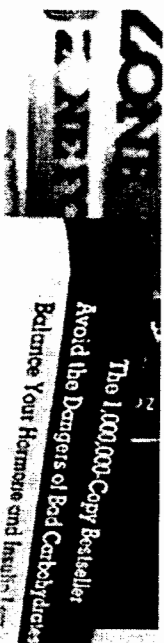
Your Zone Quick Start Kit!
ZonePerfect Nutrition Bars
ZonePerfect Meals
ZonePerfect Nutrition Drinks
Antioxidant Supplement
Omega 3 Supplement
Protein Powder Supplement
ZonePerfect Baking Mixes
ZonePerfect Shake Mixes
ZonePerfect Puddings
Books and Videos
The Soy Zone
ZonePerfect CookBook
Zone Made Simple & Easy
Handbooks
Food Measuring Scale
Powder Pack
Power Mixer

Customer Service

Help Desk
100% Safe Guarantee
ZonePerfect Guarantee

Premium Services

Metro Diet NYC
DietDelivery Canada
In The Zone Delivery Canada



Resources You Need to Enter the Zone Quickly and Easily!

Our complete line of books and tapes will make you a Zone expert in no time. From the original Zone books by Dr. Barry Sears, to the Gourmet Prescription cookbook, to the videotape "The Zone Made Simple and Easy", we've got everything you need to enter the Zone quickly and easily.

"Most other diet corporations encourage and tell individuals that the only way to lose weight is to BUY their products (dinners, lunches, 'magic pills, etc...'). You don't do that! On the contrary, you encourage individuals to use regular food, the stuff that comes from the supermarket. If anything, you are helping the vegetable industry and the meat industry. Your products simply provide an easy access to enter the Zone when nothing else is available. For which, I'M VERY THANKFUL! I'm a PROUD supporter of your products."

.M

The Soy Zone Price: \$15.20 Contains: 1 Book

Buy it now!
Add to cart

Qty Book Take a Sneak Peak! get free Adobe Acrobat Reader

Other Services

Subscribe to Newsletter!
Join the Zone Club!
Use Our Store Locator

The Zone
Information Center:
1-800-390-6690



Dr. Barry Sears reveals his healthiest Zone diet yet and along the way provides stunning new scientific findings on the disease-fighting and anti-aging benefits of soy.

[info](#)

ZonePerfect Cookbook Price: \$16.95 Contains: 1 Book

Buy It Now!
Add to cart

Qty Book

Take a Sneak Peak! get free Adobe Acrobat Reader



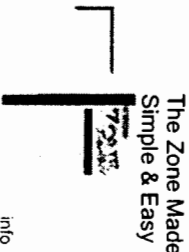
In this book, Kristy provides some of her favorite ZonePerfect recipes, developed in conjunction with two natural food chefs. Each follows the ZonePerfect balanced portion ration of 30% of calories from proteins, 40% from carbohydrates, and 30% from fats. The recipes are conveniently designed into three cooking methods to fit all lifestyles. Now there's a quick, easy, and delicious way to eat the ZonePerfect way!

[info](#)

Made Simple & Easy Price: \$19.95 Contains: 1 Video Tape

Buy It Now!
Add to cart

Qty Video



Join Dr. Paul Kahl as he shows you in less than 60 minutes everything you need to know about the ZonePerfect Nutrition Program.

[info](#)

Handbooks Price: \$24.95 Contains: 1 Handbook

Buy it now!
Add to cart!

Qty	Handbook	Qty	Handbook	Qty	Handbook
1	Handbook for Women 5'7" and Under	1	Handbook for Women Over 5'7"	1	Handbook for Men 5'9" and Under

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All you need to enter the Zone. Our handbooks are both a handy reference guide and a nutrition plan to put you in the Zone quickly. Each handbook is personalized to your specific needs and contain 72 easy-to-prepare Zone meals (breakfast, lunch, dinner) which have been customized to your preferences and your unique protein requirements.

[info](#)

Video Tapes & Handbooks Price: \$29.95
Contains: 1 Video Tape and 1 Handbook

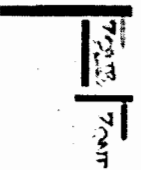
Buy it now!
Add to cart!

Qty	Video & Handbook	Qty	Video & Handbook	Qty	Video & Handbook
1	Video & Handbook for Women 5'7" and Under - Combo	1	Video & Handbook for Women Over 5'7" - Combo	1	Video & Handbook for Men 5'9" and Under - Combo

Video & Handbook for Women 5'7" and Under - Combo

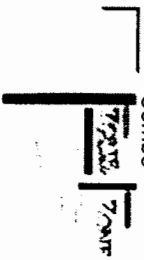
Video & Handbook for Women Over 5'7" - Combo

Video & Handbook for Men 5'9" and Under - Combo



Video &
Handbook for
Men Over 5'9" -
Combo

The ZonePerfect Handbook and video are specifically
designed to complement each other. When used together
they make understanding and getting into the Zone simple
and easy.



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